

JUN 27 '08

10-02 AM

SURFACE TRANSPORTATION BOARD



June 27, 2008

Ms. Anne K. Quinlan, Esq.
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached one (1) original of the Memorandum of Railroad Equipment Lease Agreement dated as of June 13, 2008 between the following parties:

Lessee: Atlantic Recycling Group, LLC
30 West Gude Drive
Rockville, MD 20850

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

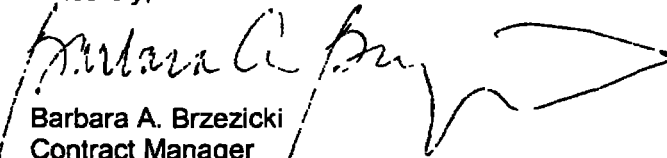
Please see Exhibit A for the equipment, (20) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railcar Equipment Lease Agreement dated as of June 13, 2008 related to twenty (20) railcars bearing reporting marks: JTSX 1000-1037, sporadic and JTSX 460096.

Please file this agreement as a primary document. The filing fee in amount of \$35.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,


Barbara A. Brzezicki
Contract Manager

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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT****SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 13th day of June, 2008, is intended to evidence the lease dated as of June 13, 2008 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **ATLANTIC RECYCLING GROUP, LLC**, a Maryland limited liability company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty (20) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY**ATLANTIC RECYCLING GROUP, LLC**By: By: Name: James H. JosephName: Edgar F. JohnsonTitle: Executive VPTitle: PresidentDate: 6.13.08Date: 6/23/08

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 13th day of June, 2008, by
James H. Goetz, the EVP & CEO of The David J.
Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C

STATE OF Maryland)
)
COUNTY OF Montgomery) SS:

The foregoing instrument was acknowledged before me this 23 day of June,
2008, by Edgar Johnson, the President of Atlantic Recycling
Group, LLC, a Maryland limited liability company, on behalf of the company.

Patricia L. Ruck
Notary Public

My Commission expires:

2/4/2012



EXHIBIT A

To the Memorandum of Lease dated June 13, 2008, between The David J. Joseph Company and Atlantic Recycling Group, LLC.

DESCRIPTION OF UNITS

Twenty (20) railcars bearing reporting marks:

JTSX 1000
JTSX 1001
JTSX 1002
JTSX 1004
JTSX 1005
JTSX 1008
JTSX 1011
JTSX 1014
JTSX 1017
JTSX 1022
JTSX 1023
JTSX 1024
JTSX 1025
JTSX 1028
JTSX 1029
JTSX 1030
JTSX 1031
JTSX 1033
JTSX 1037
JTSX 460096